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Attorneys for North Star Trust Company

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

THOMAS FERNANDEZ, LORA SMITH,
and TOSHA THOMAS

Plaintiffs,

vs.

K-M INDUSTRIES HOLDING CO., INC.;
K-M INDUSTRIES HOLDING CO., INC.
ESOP PLAN COMMITTEE; WILLIAM
E. AND DESIREE B. MOORE
REVOCABLE TRUST; TRUSTEES OF
THE WILLIAM E. AND DESIREE B.
MOORE REVOCABLE TRUST; CIG
ESOP PLAN COMMITTEE; NORTH
STAR TRUST COMPANY; DESIREE B.
MOORE REVOCABLE TRUST;
WILLIAM E. MOORE MARITAL
TRUST; WILLIAM E. MOORE
GENERATION-SKIPPING TRUST; and
DESIREE MOORE, BOTH IN HER
INDIVIDUAL CAPACITY AND AS
TRUSTEE OF THE WILLIAM E AND
DESIREE B. MOORE REVOCABLE
TRUST'S SUCCESSOR TRUSTS
NAMED ABOVE,

Defendants.

Case No. C06-07339 CW

**STIPULATION AND ORDER
MODIFYING BRIEFING SCHEDULE ON
PLAINTIFFS' MOTION FOR
PRELIMINARY APPROVAL OF
PARTIAL CLASS ACTION SETTLEMENT**

Date: January 8, 2009
Time: 2:00 P.M.
Courtroom: 2, 4th Floor
Judge: Hon. Claudia Wilken

1 WHEREAS, Plaintiffs Thomas Fernandez, Lora Smith, and Tosha Thomas (“Plaintiffs”)
 2 and Defendants K-M Industries Holding Co., Inc.; K-M Industries Holding Co., Inc. ESOP Plan
 3 Committee; William E. and Desiree B. Moore Revocable Trust; Trustees of the William E. and
 4 Desiree B. Moore Revocable Trust; CIG ESOP Plan Committee; Desiree B. Moore Revocable
 5 Trust; William E. Moore Marital Trust; William E. Moore Generation-Skipping Trust; and
 6 Desiree Moore, both in her Individual Capacity and as Trustee of the William E. and Desiree B.
 7 Moore Revocable Trust’s Successor Trusts (“Settling Defendants”) have reached an agreement to
 8 settle the disputes between them;

9 WHEREAS, Defendant North Star Trust Company (“North Star”) is not party to the
 10 settlement between Plaintiffs and the Settling Defendants;

11 WHEREAS, Plaintiffs filed a Notice of Motion and Motion for Preliminary Approval of
 12 Partial Class Action Settlement (“Motion”) with this Court on November 14, 2008;

13 WHEREAS, Plaintiffs noticed the Motion for hearing on December 18, 2008;

14 WHEREAS, the parties stipulated to a briefing schedule and to continue the hearing on
 15 Plaintiffs’ Motion to January 8, 2009 at 2:00 p.m.;

16 WHEREAS, the Court approved the parties’ stipulation and continued the hearing on
 17 Plaintiffs’ Motion to January 8, 2009 at 2:00 p.m.;

18 WHEREAS, the parties are working together to determine the best way to resolve any
 19 issues regarding Plaintiffs’ Motion for Preliminary Approval;

20 WHEREAS, the parties have agreed to modify the previously agreed-upon briefing
 21 schedule to permit the parties to properly address the above issues.

22 WHEREFORE, IT IS HEREBY STIPULATED by and between the parties hereto through
 23 their respective counsel of record and pursuant to Local Rule 6-1(b) that the previously agreed-
 24 upon briefing schedule on Plaintiffs’ Motion shall be modified as follows:

25 (1) North Star’s Opposition to the Motion, if any, shall be filed on or before Tuesday,
 26 December 16, 2008;

27 (2) Plaintiffs’ and/or the Settling Defendants’ Reply in support of the Motion, if any,
 28 shall be filed on or before Tuesday, December 30, 2008; and

(3) Plaintiffs' Motion shall be heard on Thursday, January 8, 2009 at 2:00 p.m., or as soon thereafter as is convenient for the Court.

IT IS SO STIPULATED:

DATED: December 5, 2008

LEWIS, FEINBERG, LEE, RENAKER &
JACKSON, P.C.

By: /S/ Todd Jackson
Daniel M. Feinberg
Todd Jackson
Attorneys for Plaintiffs Thomas Fernandez,
Lora Smith, and Tosha Thomas

DATED: December 5, 2008

LOVITT & HANNAN, INC.

By: /S/ Henry Bornstein
Henry Bornstein
Ronald Lovitt
Attorneys for Defendants K-M Industries
Holding Co., Inc.; K-M Industries Holding
Co., Inc. ESOP Plan Committee; and CIG
ESOP Plan Committee

DATED: December 5, 2008

HENNIGAN, BENNETT & DORMAN LLP

By: /S/ Robert L. Palmer
Robert L. Palmer
Lauren Smith
Allison Chock
Attorneys for Defendants William E. and
Desiree B. Moore Revocable Trust; Trustee
of the William E. and Desiree B. Moore
Revocable Trust; Desiree B. Moore
Revocable Trust; William E. Moore Marital
Trust; William E. Moore Generation-
Skipping Trust; and Desiree Moore

DATED: December 5, 2008

MORGAN, LEWIS & BOCKIUS LLP

By: /S/ Donald P. Sullivan
Donald P. Sullivan
Attorneys for Defendant North Star Trust
Company

ATTESTATION

I hereby attest that I have on file all holograph signatures for any signatures indicated by a “conformed” signature (/S/) within this efiled document.

DATED: December 5, 2008

MORGAN, LEWIS & BOCKIUS LLP

By: /S/ Donald P. Sullivan

Donald P. Sullivan
Attorneys for Defendant North Star Trust
Company

ORDER

For good cause shown, it is hereby ordered that:

(1) North Star’s Opposition to the Motion, if any, shall be filed on or before Tuesday, December 16, 2008;

(2) Plaintiffs’ and/or the Settling Defendants’ Reply in support of the Motion, if any, shall be filed on or before Tuesday, December 30, 2008; and

(3) Plaintiffs’ Motion shall be heard on **January 15, 2009, at 2:00 p.m.**

IT IS SO ORDERED:

12/10/08



DATED: _____

The Honorable Claudia Wilken
United States District Judge

DB2/20926033.1